



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com

RECORDATION NO. 17112-E FILED

JUL 26 '01 1:40 PM

SURFACE TRANSPORTATION BOARD

July 16, 2001

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Vernon A. Williams, Secretary
Surface Transportation Board
Documents for Recordation
1925 K Street, N.W. #700
Washington, DC 20423

Dear Sir or Madam:

Enclosed are the original and two certified copies of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 17112.

The names and addresses of the parties to the document are as follows:

Trustee: BNY Midwest Trust Company
2 N. LaSalle Street
Suite 1020
Chicago, IL 60602

Company: Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedule A.

A short summary of the document to appear in the Index follows:

Bill of Sale dated as of February 14, 2001, by BNY Midwest Trust Company successor to Harris Trust and Savings Bank) as Trustee, covering railroad tank cars as more fully described in Schedules B to this letter.

The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

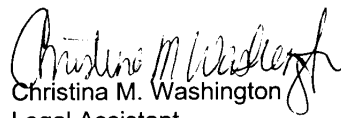
Surface Transportation Board
July 16, 2001
Page 2

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Our check in the amount of \$56 for the filing fees for this and one other related document under the same recordation number has been sent to you with a separate covering letter included in this envelope.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Christina M. Washington". The signature is fluid and cursive, with the first name "Christina" being the most prominent part.

Christina M. Washington
Legal Assistant

encls.

utc4066

RECORDATION NO. 17112-E FILED

BILL OF SALE

JUL 26 '01 1:40 PM

HARRIS TRUST AND SAVINGS BANK, **SURFACE TRANSPORTATION BOARD**
as Trustee under Equipment Trust Agreement
Dated as of November 15, 1990 (Series 22)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Harris Trust and Savings Bank, as Trustee under that certain Equipment Trust Agreement dated as of November 15, 1990 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 2001.

Attest:

HARRIS TRUST AND SAVINGS BANK,
as Trustee



By:

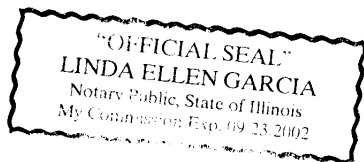
Its


Assistant Vice President

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On May 23, 2001, before me, a Notary Public in and for said State and County,
personally appeared D. G. DONOVAN and C. POTTER, to me personally
known, who being by me duly sworn did say that they are, respectively, **Assistant Vice President**
ASSISTANT SECRETARY of Harris Trust and Savings Bank, that the seal affixed to the foregoing
instrument is the corporate seal of said Bank, that said instrument was signed and sealed on
behalf of said Bank by prior authority; and said persons acknowledge that the execution of the
foregoing instrument was the free act and deed of said Bank.



Linda Ellen Garcia
Notary Public

2/14/00

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 22 (R22)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
3	C214	5,800	UTCX 48441, 59282, 59317
1	C711	2,900	UNPX 120860
1	T054	13,400	PROX 15066
1	T095	19,561	UTLX 200577
2	T104	17,500	UTLX 600438, 600512
1	T106	23,500	UTLX 641687
4	T107	26,000	PROX 75029 UTLX 500059, 500078, 642226
1	T929	33,800	UTLX 910064
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14	TOTAL		